

COMPANY REGISTRATION NUMBER 07467005

**BETCLEARER LIMITED**  
**FINANCIAL STATEMENTS**  
**31 MARCH 2012**

TUESDAY



\*A1H7GB1N\*

A22

11/09/2012

#302

COMPANIES HOUSE

# **BETCLEARER LIMITED**

## **FINANCIAL STATEMENTS**

**PERIOD FROM 13 DECEMBER 2010 TO 31 MARCH 2012**

<b>CONTENTS</b>	<b>PAGE</b>
Officers and professional advisers	1
The directors' report	2
Independent auditor's report to the shareholders	5
Profit and loss account	8
Balance sheet	9
Notes to the financial statements	10

# **BETCLEARER LIMITED**

## **OFFICERS AND PROFESSIONAL ADVISERS**

**The board of directors**

Mr I B Wilson  
Mr A L Hosie  
Mr G M Cadwallader  
Mr C Bell  
Mr W Rollason  
Mr C Stanton

**Registered office**

5th Floor Scriptor Court 155-7  
Farringdon Road  
London  
EC1R 3AD

**Auditor**

Shipleys LLP  
Chartered Accountants  
& Statutory Auditor  
10 Orange Street  
Haymarket  
London  
WC2H 7DQ

# **BETCLEARER LIMITED**

## **THE DIRECTORS' REPORT**

### **PERIOD FROM 13 DECEMBER 2010 TO 31 MARCH 2012**

The directors present their report and the financial statements of the company for the period from 13 December 2010 to 31 March 2012.

#### **PRINCIPAL ACTIVITIES AND BUSINESS REVIEW**

The principal activity of the company during the period was that of a software development company

##### *Business review*

This was an important period as we acquired a software engine for £350,000 which forms the basis of our software platform going forward

In January 2011 we acquired 100% of Bet Butler Limited for £1. Bet Butler is a broker placing bets on behalf of its clients across a variety of sports, primarily football and horse racing. It is the current intention of the directors to grow this business further using the software we are developing.

During the course of 2011 we raised £1.3 million gross of expenses over the course of several share issues, at £0.01, £15.00 and £30.14 per share to provide the necessary funds to develop the business and recruit key personnel including an experienced Chief Technology Officer.

During the period we recorded a turnover of £750,000 and an operating loss of £733,814, primarily due to salaries. On 31 March 2012 we had net assets of £512,802 and cash balances of £120,828.

##### *The Board*

In July 2012 we decided to strengthen the Board by appointing Chris Bell as non-executive Chairman and William Rollason and Chris Stainton as non-executive directors. Chris Bell brings extensive knowledge of the gaming industry to the Board having been Chief Executive of Ladbrokes plc for nine years until January 2010. William Rollason is an experienced Finance Director and Chris Stainton has a deep understanding of the international recruitment industry.

##### *The future*

We are confident that we will complete the development of our new software platform by the end of this year. We are in the process of discussing various joint ventures with several leading platform providers which will enable us to licence the software across a broader range of customers and end users.

#### **DIRECTORS**

The directors who served the company during the period were as follows

Mr I B Wilson  
Mr A L Hosie  
Mr T R Denne  
Mr A S Davis

# **BETCLEARER LIMITED**

## **THE DIRECTORS' REPORT *(continued)***

### **PERIOD FROM 13 DECEMBER 2010 TO 31 MARCH 2012**

Mr I B Wilson was appointed as a director on 10 November 2011  
Mr A L Hosie was appointed as a director on 13 December 2010  
Mr T R Denne was appointed as a director on 1 May 2011  
Mr A S Davis was appointed as a director on 13 December 2010

Mr T R Denne resigned as a director on 8 February 2012  
Mr A S Davis resigned as a director on 13 December 2010  
Mr G M Cadwallader was appointed as a director on 28 August 2012  
Mr C Bell was appointed as a director on 27 April 2012  
Mr W Rollason was appointed as a director on 6 September 2012  
Mr C Stanton was appointed as a director on 27 July 2012

#### **DIRECTORS' RESPONSIBILITIES**

The directors are responsible for preparing the Directors' Report and the financial statements in accordance with applicable law and regulations

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have elected to prepare the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law). Under company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the company and of the profit or loss of the company for that period. In preparing those financial statements, the directors are required to

- select suitable accounting policies and then apply them consistently,
- make judgements and estimates that are reasonable and prudent,
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business

The directors are responsible for keeping adequate accounting records that are sufficient to show and explain the company's transactions and disclose with reasonable accuracy at any time the financial position of the company and enable them to ensure that the financial statements comply with the Companies Act 2006. They are also responsible for safeguarding the assets of the company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

In so far as the directors are aware

- there is no relevant audit information of which the company's auditor is unaware, and
- the directors have taken all steps that they ought to have taken to make themselves aware of any relevant audit information and to establish that the auditor is aware of that information

# BETCLEARER LIMITED

## THE DIRECTORS' REPORT *(continued)*

PERIOD FROM 13 DECEMBER 2010 TO 31 MARCH 2012

### SMALL COMPANY PROVISIONS

This report has been prepared in accordance with the special provisions for small companies under Part 15 of the Companies Act 2006

Registered office  
5th Floor Scriptor Court 155-7  
Farringdon Road  
London  
EC1R 3AD

Signed on behalf of the directors



A L Hosie

Director

Approved by the directors on 7 September 2012

# **BETCLEARER LIMITED**

## **INDEPENDENT AUDITOR'S REPORT TO THE SHAREHOLDERS OF BETCLEARER LIMITED**

### **PERIOD FROM 13 DECEMBER 2010 TO 31 MARCH 2012**

We have audited the financial statements of BetClearer Limited for the period from 13 December 2010 to 31 March 2012 which comprise the Profit and Loss Account, Balance Sheet and the related notes. The financial reporting framework that has been applied in their preparation is applicable law and the Financial Reporting Standard for Smaller Entities (effective April 2008) (United Kingdom Generally Accepted Accounting Practice applicable to Smaller Entities).

This report is made solely to the company's shareholders, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. Our audit work has been undertaken so that we might state to the company's shareholders those matters we are required to state to them in an auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the company and the company's shareholders as a body, for our audit work, for this report, or for the opinions we have formed.

#### **RESPECTIVE RESPONSIBILITIES OF DIRECTORS AND AUDITOR**

As explained more fully in the Directors' Responsibilities Statement set out on page 3, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view. Our responsibility is to audit and express an opinion on the financial statements in accordance with applicable law and International Standards on Auditing (UK and Ireland). Those standards require us to comply with the Auditing Practices Board's (APB's) Ethical Standards for Auditors.

#### **SCOPE OF THE AUDIT OF THE FINANCIAL STATEMENTS**

An audit involves obtaining evidence about the amounts and disclosures in the financial statements sufficient to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or error. This includes an assessment of whether the accounting policies are appropriate to the company's circumstances and have been consistently applied and adequately disclosed, the reasonableness of significant accounting estimates made by directors, and the overall presentation of the financial statements. In addition, we read all the financial and non-financial information in the annual report to identify material inconsistencies with the audited financial statements. If we become aware of any apparent material misstatements or inconsistencies we consider the implications for our report.

# **BETCLEARER LIMITED**

## **INDEPENDENT AUDITOR'S REPORT TO THE SHAREHOLDERS OF BETCLEARER LIMITED *(continued)***

**PERIOD FROM 13 DECEMBER 2010 TO 31 MARCH 2012**

### **BASIS FOR QUALIFIED OPINION**

Bet Butler Limited is a 100% subsidiary of the company. As the financial statements for Bet Butler Limited have not been produced as at the date of the financial statements, the notes to the accounts do not disclose the profit/(loss) of the company or aggregated reserves as required under relevant accounting policies.

### **QUALIFIED OPINION ON FINANCIAL STATEMENTS**

Except for the effects of the matter described in the Basis for Qualified Opinion paragraph, in our opinion the financial statements

- give a true and fair view of the state of the company's affairs at 31 March 2012 and of its profit/loss for the year then ended,
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice, and
- have been prepared in accordance with the requirements of the Companies Act 2006

### **OPINION ON OTHER MATTERS PRESCRIBED BY THE COMPANIES ACT 2006**

In our opinion the information given in the Directors' Report for the financial period for which the financial statements are prepared is consistent with the financial statements.

### **MATTERS ON WHICH WE ARE REQUIRED TO REPORT BY EXCEPTION**

We have nothing to report in respect of the following matters where the Companies Act 2006 requires us to report to you if, in our opinion

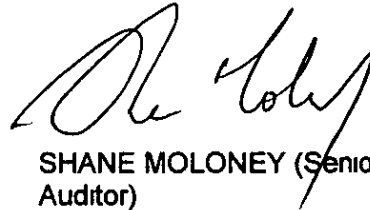
- adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us, or
- the financial statements are not in agreement with the accounting records and returns, or
- certain disclosures of directors' remuneration specified by law are not made, or
- we have not received all the information and explanations we require for our audit, or
- the directors were not entitled to prepare the financial statements in accordance with the small companies regime and take advantage of the small companies' exemption in preparing the directors' report



**BETCLEARER LIMITED**

**INDEPENDENT AUDITOR'S REPORT TO THE SHAREHOLDERS OF  
BETCLEARER LIMITED *(continued)***

**PERIOD FROM 13 DECEMBER 2010 TO 31 MARCH 2012**



SHANE MOLONEY (Senior Statutory  
Auditor)  
For and on behalf of  
SHIPLEYS LLP  
Chartered Accountants  
& Statutory Auditor

10 Orange Street  
Haymarket  
London  
WC2H 7DQ

7 September 2012

**BETCLEARER LIMITED**  
**PROFIT AND LOSS ACCOUNT**  
**PERIOD FROM 13 DECEMBER 2010 TO 31 MARCH 2012**

	Note	Period from 13 Dec 10 to 31 Mar 12 £
<b>TURNOVER</b>		750,000
Cost of sales		<u>(12,865)</u>
<b>GROSS PROFIT</b>		737,135
Administrative expenses		(1,470,949)
<b>LOSS ON ORDINARY ACTIVITIES BEFORE TAXATION</b>		<u>(733,814)</u>
Tax on loss on ordinary activities		-
<b>LOSS FOR THE FINANCIAL PERIOD</b>		<u>(733,814)</u>

The notes on pages 10 to 14 form part of these financial statements.

# BETCLEARER LIMITED

## BALANCE SHEET

31 MARCH 2012

	Note	£	31 Mar 12 £
<b>FIXED ASSETS</b>			
Intangible assets	4		270,411
Tangible assets	5		97,128
Investments	6		<u>1</u>
			367,540
<b>CURRENT ASSETS</b>			
Debtors	7	704,672	
Cash at bank		<u>120,898</u>	
		825,570	
<b>CREDITORS: Amounts falling due within one year</b>	8	<u>(261,028)</u>	
<b>NET CURRENT ASSETS</b>			<u>564,542</u>
<b>TOTAL ASSETS LESS CURRENT LIABILITIES</b>			932,082
<b>CREDITORS: Amounts falling due after more than one year</b>	9		<u>(420,000)</u>
			<u>512,082</u>
<b>CAPITAL AND RESERVES</b>			
Called-up equity share capital	12		1,310
Share premium account	13		1,244,586
Profit and loss account	14		<u>(733,814)</u>
<b>SHAREHOLDERS' FUNDS</b>			<u>512,082</u>

These financial statements have been prepared in accordance with the special provisions for small companies under Part 15 of the Companies Act 2006 and with the Financial Reporting Standard for Smaller Entities (effective April 2008)

These financial statements were approved by the directors and authorised for issue on 7 September 2012, and are signed on their behalf by



Mr W Rollason

Company Registration Number: 07467005

The notes on pages 10 to 14 form part of these financial statements.

# BETCLEARER LIMITED

## NOTES TO THE FINANCIAL STATEMENTS

PERIOD FROM 13 DECEMBER 2010 TO 31 MARCH 2012

### 1. ACCOUNTING POLICIES

#### Basis of accounting

The financial statements have been prepared under the historical cost convention, and in accordance with the Financial Reporting Standard for Smaller Entities (effective April 2008)

#### Consolidation

In the opinion of the directors, the company and its subsidiary undertakings comprise a small group. The company has therefore taken advantage of the exemption provided by Section 398 of the Companies Act 2006 not to prepare group accounts.

#### Turnover

The turnover shown in the profit and loss account represents amounts invoiced during the period.

Amounts accrued but not yet invoiced are also included within the turnover figure.

#### Intangible assets

All intangible assets are initially recorded at cost.

#### Amortisation

Amortisation is calculated so as to write off the cost of an asset, less its estimated residual value, over the useful economic life of that asset as follows:

20% Straight Line

#### Fixed assets

All fixed assets are initially recorded at cost.

#### Depreciation

Depreciation is calculated so as to write off the cost of an asset, less its estimated residual value, over the useful economic life of that asset as follows:

Office Equipment - 33% Straight Line

Computer Equipment - 20% Straight Line

### 2. OPERATING LOSS

Operating loss is stated after charging

	Period from 13 Dec 10 to 31 Mar 12 £
Directors' remuneration	56,382
Amortisation of intangible assets	79,589
Depreciation of owned fixed assets	12,688
Auditor's fees	<u>6,507</u>

# BETCLEARER LIMITED

## NOTES TO THE FINANCIAL STATEMENTS

PERIOD FROM 13 DECEMBER 2010 TO 31 MARCH 2012

### 3. SHARE OPTIONS

The company has issued options and warrants in the period as follows

#### *EMI Options*

On 21 January 2011 a total of 29,700 EMI share options were issued of which 11,450 have met the vesting conditions 10,750 have been exercised leaving 18,250 share options remaining Each option is for one ordinary share at an exercise price of £0.01 The vesting conditions are with regards to the number of years the employee has been with the company The options relate to a total of 10 employees

#### *Share Warrants*

On 9 February 2011 warrants were issued with a variation deed on 29 June 2011 These have been issued to a single shareholder who is not an employee The vesting conditions relate to the amount of capital raised by the company in ordinary shares before 31 December 2012, subject to a minimum company valuation The total number of warrants which could vest is 13,500 at a subscription price of £0.01 As at 31 March 2012 the vesting conditions have been met but none have been subscribed

### 4. INTANGIBLE FIXED ASSETS

	<b>Software</b>
	<b>£</b>
<b>COST</b>	
Additions	<u>350,000</u>
<b>At 31 March 2012</b>	<u>350,000</u>
<b>AMORTISATION</b>	
Charge for the period	<u>79,589</u>
<b>At 31 March 2012</b>	<u>79,589</u>
<b>NET BOOK VALUE</b>	
<b>At 31 March 2012</b>	<u>270,411</u>

# BETCLEARER LIMITED

## NOTES TO THE FINANCIAL STATEMENTS

PERIOD FROM 13 DECEMBER 2010 TO 31 MARCH 2012

### 5. TANGIBLE FIXED ASSETS

	Computer Equipment £	Office Equipment £	Total £
<b>COST</b>			
Additions	108,200	1,616	109,816
<b>At 31 March 2012</b>	<u>108,200</u>	<u>1,616</u>	<u>109,816</u>
<b>DEPRECIATION</b>			
Charge for the period	12,284	404	12,688
<b>At 31 March 2012</b>	<u>12,284</u>	<u>404</u>	<u>12,688</u>
<b>NET BOOK VALUE</b>			
<b>At 31 March 2012</b>	<u>95,916</u>	<u>1,212</u>	<u>97,128</u>

### 6. INVESTMENTS

	Total £
<b>COST</b>	
Additions	1
<b>At 31 March 2012</b>	<u>1</u>
<b>NET BOOK VALUE</b>	
<b>At 31 March 2012</b>	<u>1</u>

The company owns 100% of the issued ordinary share capital of the Bet Butler Limited

### 7. DEBTORS

	31 Mar 12 £
Amounts owed by group undertakings	586,166
Called up share capital not paid	750
Other debtors	117,756
	<u>704,672</u>

Of the 'Other Debtors' figure, £70,000 is due in more than one year

# BETCLEARER LIMITED

## NOTES TO THE FINANCIAL STATEMENTS

PERIOD FROM 13 DECEMBER 2010 TO 31 MARCH 2012

### 8. CREDITORS: Amounts falling due within one year

	31 Mar 12
	£
Trade creditors	130,494
Other taxation and social security	21,323
Other creditors	109,211
	<u>261,028</u>

### 9. CREDITORS: Amounts falling due after more than one year

	31 Mar 12
	£
Other creditors	<u>420,000</u>

### 10. DEFERRED TAXATION

The company has unrealised taxable losses carried forward of £778,187 but has elected not to recognise a deferred tax asset on the grounds that recovery is not sufficiently certain

### 11. RELATED PARTY TRANSACTIONS

The company was under the control of Mr A Hosie throughout the current period Mr A Hosie is the managing director and majority shareholder

During the period expenses totalling £52,616 were paid for by Gambling Insight Limited on behalf of the company Mr A Hosie is a director and the sole shareholder of Gambling Insight Limited At the balance sheet date £52,616 was owed to Gambling Insight Limited in respect of these expenses

During the period Gambling Insight Limited sold an intangible software asset to the company for £350,000 (excluding VAT) At the balance sheet date £420,000 was owed to Gambling Insight Limited in respect of this purchase This amount is due in more than one year No interest is payable on this balance

During the period £270,659 of business expenses were paid for by Bet Butler Limited on behalf of the company and £3,050,000 of funds were collected on behalf of Bet Butler Limited Bet Butler paid £750,000 to the company in respect of use of software As at the balance sheet date £586,166 is owed by Bet Butler Limited in respect of the expenses, software charge, and funds

£52,556 was owed directly to Mr A Hosie at 31 March 2012 This relates to salary and a rental deposit paid on behalf of BetClearer Limited

# BETCLEARER LIMITED

## NOTES TO THE FINANCIAL STATEMENTS

PERIOD FROM 13 DECEMBER 2010 TO 31 MARCH 2012

### 12. SHARE CAPITAL

Allotted and called up:

	No	£
130,967 Ordinary shares of £0 01 each	<u>130,967</u>	<u>1,310</u>

The amounts of paid up share capital for the following categories of shares differed from the called up share capital stated above due to unpaid calls and were as follows

	31 Mar 12
	£
Ordinary shares	<u>750</u>

During the year 130,985 ordinary shares were issued with a par value of £0 01 each. Of these, 80,000 were issued at £0 01 per share, 14,999 were issued at £15 per share, and 35,986 were issued at £30 14 per share

### 13. SHARE PREMIUM ACCOUNT

	Period from 13 Dec 10 to 31 Mar 12 £
Premium on shares issued in the period	1,309,094
Share issue expenses	<u>(64,508)</u>
Balance carried forward	<u>1,244,586</u>

Included in the above are expenses of £64,508 relating to fund raising activities associated with an equity issue in the period

### 14. PROFIT AND LOSS ACCOUNT

	Period from 13 Dec 10 to 31 Mar 12 £
Loss for the financial period	<u>(733,814)</u>
Balance carried forward	<u>(733,814)</u>